



1
2 Entered on Docket
3 September 15, 2009
4

A handwritten signature in black ink, appearing to read "R. B. Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

6 **UNITED STATES BANKRUPTCY COURT**
7 **DISTRICT OF NEVADA**

8 In re:
9 USA COMMERCIAL MORTGAGE COMPANY,
10 USA CAPITAL REALTY ADVISORS, LLC
11 USA CAPITAL DIVERSIFIED TRUST DEEF FUND,
12 LLC
13 USA CAPITAL FIRST TRUST DEED FUND, LLC,
14 USA SECURITIES, LLC
15 **Debtors**

16 **Affects:**
17 USA Commercial Mortgage Company

Case No.: BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

Chapter 11

Jointly Administered Under Case No.
BK-S-06-10725-LBR

Judge Linda B. Riegle

18 **ORDER GRANTING MOTION
19 FOR APPROVAL OF
20 SETTLEMENT PURSUANT TO
21 RULE 9019 OF THE FEDERAL
22 RULES OF BANKRUPTCY
23 PROCEDURE**

Upon consideration of the motion, dated June 24, 2009 (the "Motion"), filed by the USACM Liquidating Trust (the "USACM Trust"), seeking authorization and approval to settle the Pending Litigation (as such term is defined in the Motion) pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein pursuant to U.S.C. §§ 157 and 1334; and due notice of the Motion and the hearing to be held thereon having been served to all parties entitled thereto in accordance with the Bankruptcy Rules and this Court's Local Rules, and no other or further notice need be given; and a hearing

1 having been held before this Court; and the Court having concluded that the Proposed
2 Settlement (as such term is defined in the Motion) is the result of good faith arm's-length
3 bargaining and not the product of fraud or collusion; and it appearing that the relief
4 requested in the Motion is in the best interest of the estates and the beneficiaries of the
5 USACM Trust, and upon the proceedings before the Court; and good and sufficient cause
6 appearing therefor, it is
7

8 ORDERED that the Motion is granted; and it is further

9 ORDERED that all objections, if any, to the Motion or the relief requested therein
10 or granted in this Order, that have not been withdrawn, waived or settled, and all reservations of
11 rights included therein, are overruled; and it is further
12

13 ORDERED that the Proposed Settlement as described in the Motion is authorized
14 and approved pursuant to Bankruptcy Rule 9019; and it is further
15

16 ORDERED that Adversary Proceeding Number 08-01124-LBR shall remain open
17 but stayed for a period not less than 12 months from the date of this order or as further directed by
18 the Court; and it is further
19

20 ORDERED that in the event the description of the Proposed Settlement set forth in
21 the Motion differs from the terms of Settlement Agreement itself, the terms of the Settlement
22 Agreement shall control; and it is further
23

24 ORDERED that Geoffrey L. Berman, in his capacity as the Court-appointed trustee
25 of the USACM Trust, is authorized to execute, deliver, implement, and fully perform any and all
26 obligations, instruments, documents and papers and to take any and all actions reasonably
necessary to consummate the Proposed Settlement and perform any and all obligations
contemplated therein on behalf of the USACM Trust; and it is further
27

1 ORDERED that this Court shall retain jurisdiction over any and all disputes arising
2 under or otherwise relating to the construction, performance and enforcement of the terms of this
3 Order on the terms and conditions of the Settlement Agreement hereby authorized or approved.

4
5 PREPARED AND SUBMITTED:

6 DIAMOND MCCARTHY LLP
7
8 By: /s/ Stephen T. Loden
9 Allan B. Diamond, TX 05801800 (pro hac vice)
William T. Reid, IV, TX 00788817 (pro hac vice)
Eric D. Madden, TX 24013079 (pro hac vice)
Stephen T. Loden, TX 24002489 (pro hac vice)
909 Fannin, Suite 1500
Houston, Texas 77010
(713) 333-5100 (telephone)
(713) 333-5199 (facsimile)

10
11
12
13 Special Litigation Counsel for
USACM Liquidating Trust
14
15
16
17
18
19
20
21
22
23
24
25
26

CERTIFICATION PURSUANT TO LOCAL RULE 9021

In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

The court has waived the requirement of approval under LR 9021

No parties appeared or filed written objections, and there is no trustee appointed in the case.

X I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document.]

Mark N. Parry Failed to respond

DATED: September 4, 2009

/s/ Stephen T. Loden

Stephen T. Loden
Special Litigation Counsel for USACM
Liquidating Trust

#